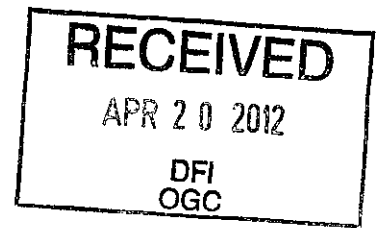


COMMONWEALTH OF KENTUCKY
PUBLIC PROTECTION CABINET
DEPARTMENT OF FINANCIAL INSTITUTIONS
ADMINISTRATIVE CASE NO. 2012-AH-~~100~~95



DEPARTMENT OF FINANCIAL INSTITUTIONS

COMPLAINANT

vs.

TITAN INVESTMENT GROUP, LLC
ARCHIE SEARP
JODI FUNKE

RESPONDENTS

AGREED ORDER

1. The Department of Financial Institutions (the "DFI") is charged with administering the provisions of the Securities Act of Kentucky (the "Act"), KRS Chapter 292.
2. Respondent Titan Investment Group, LLC ("Titan") is a limited liability company organized in Kentucky. The current principal office of Titan is 71 Cavalier Boulevard, Suite 316, Florence, KY 41042.
3. Respondents Archie Searp and Jodi Funke are managing members of Titan.
4. In October 2011, the DFI received a complaint from an investor ("initial investor") indicating she had invested in a promissory note issued by Titan and Searp.

5. The DFI commenced an investigation into the activities of Titan; during which Titan cooperated with the DFI and provided all records requested during the course of the investigation.
6. The DFI investigation indicated that Titan had issued promissory notes (the "notes") to six other investors in addition to the initial investor. Titan issued notes totaling \$424,478.09 to all seven investors.
7. Titan has repaid the principal on the promissory note issued to the initial investor but the other six notes remain outstanding.
8. With respect to the notes issued by Titan, the records of the DFI do not contain a registration statement, claim of exemption, or notice filing for a covered security.
9. Titan acknowledges that, while it filed a notice on Form D with the U.S. Securities and Exchange Commission for the notes, it did not make any filing with the DFI.
10. Pursuant to KRS 292.310(19), "security" is defined to include any note or investment contract.
11. Pursuant to KRS 292.340, it is unlawful for any person to offer or sell any security in this state, unless the security is registered, or the security or transaction is exempt, or the security is a covered security.
12. Pursuant to KRS 292.500, the commissioner of the DFI may impose a civil fine against any person who violates the Act.

AGREEMENT AND ORDER

In the interest of economically and efficiently resolving this matter, the DFI and Respondents agree as follows:

13. Respondents agree to make rescission to the remaining six promissory note investors by delivering a certified check to each investor no later than May 15, 2012. Respondents will promptly provide a copy of the cashed certified checks, front and back, to the DFI evidencing the rescission payment to each investor.
14. Respondent shall devote the time and resources necessary to ensure continual and full compliance with all statutory requirements set forth in the Act and the regulations set forth in 808 KAR Chapter 10.
15. Respondent waives its right to demand a hearing at which Respondent would be entitled to legal representation, to confront and cross examine witnesses, and to present evidence on its own behalf, or to otherwise appeal or set aside this Order.
16. Respondent consents to and acknowledges the jurisdiction of DFI over this matter and that this Agreed Order is a matter of public record and may be disseminated as such.
17. In consideration of execution of this Agreed Order, Respondent for itself, and for its successors and assigns, hereby releases and forever discharges the Commonwealth of Kentucky, DFI, Office of Legal Services, and each of their members, agents, and employees in their individual capacities, from any

and all manner of actions, causes of action, suits, debts, judgments, executions, claims and demands whatsoever, known and unknown, in law or equity, that Respondent ever had, now has, may have or claim to have against any or all of the persons or entities named in this paragraph arising out of or by reason of this investigation, this disciplinary action, this settlement or its administration.

18. By signing below, the parties acknowledge they have read the foregoing Agreed Order, know and fully understand its contents, and that they are authorized to enter into and execute this Agreed Order and legally bind their respective parties.

19. This Agreed Order shall constitute the Final Order in this matter.

IT IS SO ORDERED on this the 20th day of Apr.¹, 2012.



CHARLES A. VICE
COMMISSIONER

Consented to:

This 20 day of April, 2012.

This 17th day of April, 2012.

Shonita Bossier

Shonita Bossier, Director
Division of Securities
Department of Financial Institutions

Jodi Funk

Authorized Representative
Titan Investment Group, LLC

ACKNOWLEDGEMENT

STATE OF Kentucky

COUNTY OF Boone

On this the 18th day of April, 2012, before me Josh Strange, the undersigned, Jodi Funk, did personally appear and acknowledge himself/herself to be the Authorized Representative of Titan Investment Group, LLC, and that he/she, being authorized to do so, entered into and executed the foregoing instrument for the purposes therein contained.

In witness whereof I hereunto set my hand.

My Commission Expires: Sept 23, 2014

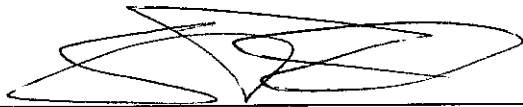
JOSHUA A. STRANGE
NOTARY PUBLIC - KENTUCKY
STATE AT LARGE
MY COMMISSION EXPIRES SEPT. 23, 2014

Josh Strange ID 428713
Notary Public

Certificate of Service

I hereby certify that a copy of the foregoing **Agreed Order** was sent on this the 23rd day of April, 2012, by certified mail, to the following:

Robert Hassman, Jr.
Matthew Parrish
Cors & Bassett, LLC
Attorneys at Law
537 E. Pete Rose Way, Ste. 400
Cincinnati, OH 45202-3578


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